

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

In re:

Chapter 15

HIBU INC., *et al.*,¹

Case Nos. 14-70323 (REG)
14-70324 (REG)
14-70325 (REG)
14-70326 (REG)
14-70328 (REG)
14-70329 (REG)

Debtors in a foreign proceeding.

Jointly Administered

**ORDER RECOGNIZING
FOREIGN PROCEEDING AND GRANTING ADDITIONAL RELIEF**

Upon the *Verified Petition for Recognition and Chapter 15 Relief* (the “Petition”)² seeking: (a) recognition of the reorganization proceedings under English law currently pending before the High Court of Justice of England and Wales (Chancery Division) (collectively, the “English Proceedings”) of the above-captioned debtors (collectively, the “Debtors”) as foreign nonmain proceedings under section 1517 of the Bankruptcy Code; (b) a finding that the Foreign Representative is a person who meets the definitional requirements of section 101(24) of the Bankruptcy Code; (c) a finding that the Petition meets the requirements of section 1515 of the Bankruptcy Code; and (d) granting additional relief under sections 1521 and 1507 of the Bankruptcy Code; and upon the hearing on the Petition and this Court’s review and consideration

¹ The Debtors in these chapter 15 cases, along with the last four digits of U.S. entity tax I.D. numbers, are: hibu (USA) LLC (7509); hibu Inc. (9862); hibu Holdings (USA), Inc. (1398); hibu of Pennsylvania, Inc. (7946); hibuTel, Inc. (0275); and Znode, Inc. (7565). The location of hibu’s corporate headquarters and the service address for all of the Debtors is: Yellow Pages Limited, One Reading Central, Forbury Rd, Reading, Berkshire, RG1 3YL, United Kingdom, Attn: Christian Wells, Company Secretary.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Petition.

of the Petition and the Wells Declaration; IT IS HEREBY FOUND AND DETERMINED THAT:³

1. This Court has jurisdiction to consider the Petition and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and 11 U.S.C. §§ 109 and 1501.

2. The consideration of the Petition and the relief requested therein is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

3. Venue is proper before this Court pursuant to 28 U.S.C. § 1410(1) and (3).

4. Good, sufficient, appropriate, and timely notice of the filing of the Petition and the hearing on the Petition has been given by the Foreign Representative, pursuant to Bankruptcy Rules 1011(b) and 2002(q), to: (a) the United States Trustee for Region 2; (b) the facility agent for the 2009 Facility; (c) the lenders under the 2009 Facility; (d) counsel to the coordinating committee of lenders under the 2009 Facility; (e) the United States Attorney for the Eastern District of New York; and (f) the Internal Revenue Service. In light of the nature of the relief requested and prior orders of this Court, no further notice is required.

5. No objections or other responses were filed that have not been overruled, withdrawn, or otherwise resolved.

6. These chapter 15 cases were properly commenced pursuant to sections 1504, 1509, and 1515 of the Bankruptcy Code.

7. The Foreign Representative is a “person” pursuant to section 101(41) of the Bankruptcy Code and is the “foreign representative” of the Debtors as such term is defined in

³ The findings and conclusions set forth herein and in the record of the hearing on the Petition constitute this Court’s findings of facts and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Rules 7052 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). To the extent any of the findings of fact herein constitute conclusions of law, they are adopted as such. To the extent any of the conclusions of law herein constitute findings of fact, they are adopted as such.

section 101(24) of the Bankruptcy Code, and the Petition satisfies the requirements of section 1515 of the Bankruptcy Code and Bankruptcy Rule 1007(a)(4).

8. The English Proceedings are “foreign proceedings” as such term is defined in section 101(23) of the Bankruptcy Code.

9. The English Proceedings are pending in the U.K., where the Debtors have an “establishment,” as referred to in section 1517(b)(2) of the Bankruptcy Code and, accordingly, the English Proceedings are “foreign nonmain proceedings” pursuant to section 1502(5) of the Bankruptcy Code, and are entitled to recognition as foreign nonmain proceedings pursuant to section 1517(b)(2) of the Bankruptcy Code.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT:

- A. The Petition is granted.
- B. The English Proceedings are recognized as “foreign nonmain proceedings” pursuant to section 1517(a) and 1517(b)(2) of the Bankruptcy Code and the consummation of the Restructuring with respect to the Debtors is approved.
- C. The Scheme Releases are hereby given full force and effect within the territorial jurisdiction of the United States in accordance with their terms and to the maximum extent enforceable under English law.
- D. The Foreign Representative is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
- E. The Foreign Representative, the Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or local rules of this Court.

F. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

G. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these chapter 15 cases, and any request by an entity for relief from the provisions of this Order that is properly commenced and within the jurisdiction of this Court.

**Dated: Central Islip, New York
February 27, 2014**



A handwritten signature in black ink, appearing to read "Robert E. Grossman". The signature is fluid and cursive, written over a horizontal line.

**Robert E. Grossman
United States Bankruptcy Judge**